

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

TPG REWARDS, INC.,

Plaintiff,

v.

QUANTUM LOYALTY SYSTEMS, INC.,

Defendant.

Civil Action No.
1:08-cv-06396 (JSR)

**PLAINTIFF TPG REWARDS INC.'S
NOTICE OF MOTION AND MOTION FOR A PRELIMINARY INJUNCTION,
PURSUANT TO RULE 65(a), FED. R. CIV. P.**

To: Michael E. Petrella, Esq.
O'Shea Partners LLP
90 Park Avenue, 20th Floor
New York, New York 10016

Attorneys for Defendant

PLEASE TAKE NOTICE that on September 5, 2008 at 4:00 p.m., in Courtroom 14-B of the United States District Court for the Southern District of New York, United States Courthouse, 500 Pearl Street, New York, New York 10007, Plaintiff TPG Rewards, Inc. will move this Honorable Court for a preliminary injunction, pursuant to Rule 65(a), Fed. R. Civ. P. against Defendant Quantum Loyalty Systems, Inc. A proposed Order is attached hereto as Exhibit 1.

In accordance with the briefing schedule set by the Court, Plaintiff will serve its motion papers on August 1, 2008; Defendant will serve its opposition papers on August 22, 2008; and Plaintiff will serve its reply papers on August 29, 2008.

Respectfully submitted,

Dated: August 1, 2008

/s/ Robert T. Maldonado
Robert T. Maldonado (RM 7873)
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ATTORNEYS FOR PLAINTIFF
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PRELIMINARY INJUNCTION ORDER [PROPOSED]

This action having come on for a hearing by the Court pursuant to this motion of Plaintiff TPG Rewards, Inc. for a preliminary injunction, and the Court having considered the motion, the memorandum and the declarations and exhibits submitted in support thereof, and in opposition thereto, and the Court having made findings of fact and conclusions of law filed herewith,

IT IS HEREBY ORDERED that defendant Quantum Loyalty Systems, Inc., and its officers, agents, servants, employees and attorneys, and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, are hereby preliminarily enjoined and restrained from:

1. From copying, distributing or disseminating the comparative advertisement attached as Exhibit 1 hereto;
2. From using any advertising, promotional material, packaging or the like or disseminating statements which contain an express or implied claim that defendant's "Hollywood Movie Money" program has more coverage than any of TPG's MOVIE CASH[®] programs, including without limitation TPG's e-

MOVIE CASHTM program, without proper prior substantiation;

3. From using any advertising, promotional material, packaging or the like or disseminating statements which incorrectly states the number of movie theatres and/or movie theatre companies and/or movie theatre screens which participate in TPG's MOVIE CASH[®] programs, including without limitation TPG's e-MOVIE CASHTM program, without proper prior substantiation;
4. From using any advertising, promotional material, packaging or the like or disseminating statements which incorrectly state the percentage coverage of TPG's MOVIE CASH[®] programs, including without limitation TPG's e-MOVIE CASHTM program, without proper prior substantiation;
5. From using any advertising, promotional material, packaging or the like or disseminating statements which improperly compare defendant's entire "Hollywood Movie Money" program to the e-MOVIE CASHTM segment of TPG's MOVIE CASH[®] program;
6. From soliciting or accepting any new customers or new incentive awards programs for existing or past customers or creating any incentive awards program for a customer which defendant has solicited with the advertising of Exhibit 1 hereto or any other advertising containing similar false comparative claims; and
7. From distributing any advertising, marketing or promotional material comparing any of defendant's incentive awards programs to any incentive awards programs of TPG for a period of six months to allow the effects of defendant's false advertising to dissipate;

IT IS FURTHER ORDERED that defendant Quantum Loyalty Systems, Inc. shall issue corrective advertising informing all customers to whom it distributed its false comparative advertising of Exhibit 1 hereto that its prior statements were false and that any customers which purchased an incentive awards program from defendant as a result of such solicitation may cancel such programs and receive a full refund of any movies paid to defendant.

ENTERED this ____day of September, 2008 at New York, New York.

Hon. Jed S. Rakoff, U.S.D.J.